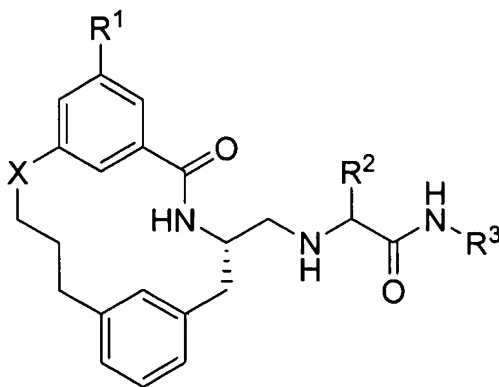


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

Claim 1. (Previously Presented) A compound of the formula I:



I

wherein:

R¹ is R⁴-S(O)_pN(R⁵)-,

wherein R⁴ is independently selected from the group consisting of:

- (a) -C₁₋₈alkyl, which is unsubstituted or substituted with 1-6 fluoro,
- (b) -NR⁵R⁶,
- (c) phenyl, and
- (d) benzyl,

wherein R⁵ and R⁶ are independently selected from the group consisting of:

- (a) hydrogen,
- (b) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro,
- (c) phenyl, and
- (d) benzyl,

and wherein p is independently 0, 1, or 2;

R² is selected from the group consisting of:

- (1) hydrogen,
- (2) -C₁₋₆alkyl, -C₂₋₆alkenyl, -C₂₋₆alkynyl, or -C₃₋₈cycloalkyl which is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:
 - (a) halo,
 - (b) hydroxy,
 - (c) -O-C₁₋₆alkyl,
 - (d) -C₃₋₆cycloalkyl,
 - (e) -S(O)_p-C₁₋₆alkyl,
 - (f) -CN,
 - (g) -CO₂H,
 - (h) -CO₂-C₁₋₆alkyl,
 - (i) -CO-NR⁵R⁶,
 - (j) phenyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (i) -C₁₋₆alkyl,
 - (ii) -CN,
 - (iii) halo,
 - (iv) -CF₃,
 - (v) -O-R⁵, and
 - (vi) -CO₂R⁵,
- (3) phenyl which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (a) -C₁₋₆alkyl,
 - (b) -CN,
 - (c) halo,
 - (d) -CF₃,
 - (e) -O-R⁵, and
 - (f) -CO₂R⁵;

R³ is selected from the group consisting of:

- (1) hydrogen,

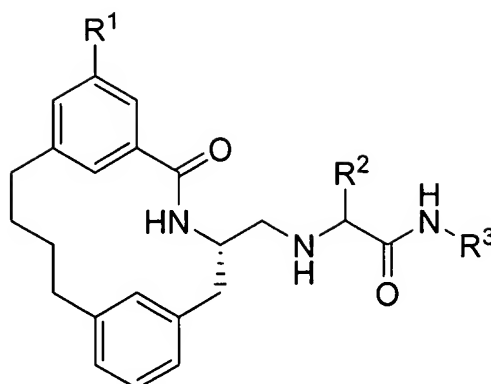
- (2) -C₁₋₆alkyl, -C₂₋₆alkenyl, -C₂₋₆alkynyl, or -C₃₋₈cycloalkyl which is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:
- (a) halo,
 - (b) hydroxy,
 - (c) -O-C₁₋₆alkyl,
 - (d) -C₃₋₆cycloalkyl,
 - (e) phenyl or pyridyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (i) -C₁₋₆alkyl,
 - (ii) -CN,
 - (iii) halo,
 - (iv) -CF₃,
 - (v) -O-R⁵, and
 - (vi) -CO₂R⁵,
 - (f) -S(O)_pN(R⁵)-C₁₋₆alkyl, and
 - (g) -S(O)_pN(R⁵)- phenyl,
- (3) phenyl which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
- (a) -C₁₋₆alkyl,
 - (b) -CN,
 - (c) halo,
 - (d) -CF₃,
 - (e) -O-R⁵, and
 - (f) -CO₂R⁵;

X is selected from the group consisting of:

- (1) -CH₂-, and
- (2) -O-;

and pharmaceutically acceptable salts thereof.

Claim 2 (Original) The compound of Claim 1 of the formula II:



II.

Claim 3 (Original) The compound of Claim 2 wherein:

R¹ is selected from:

- (1) CH₃-S(O)₂N(CH₃)-;
- (2) CH₃CH₂-S(O)₂N(CH₃)-;
- (3) (CH₃)₂CH-S(O)₂N(CH₃)-;
- (4) phenyl-S(O)₂N(CH₃)-; and
- (5) (CH₃)₂N-S(O)₂N(CH₃)-;

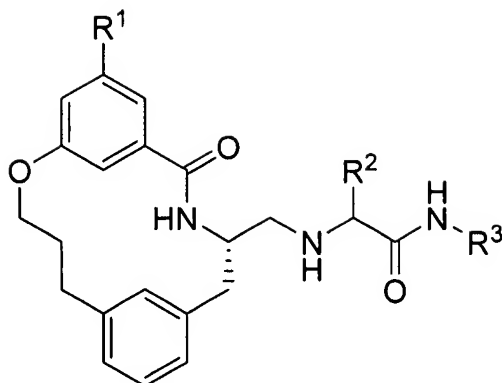
R² is -C₁₋₆alkyl, unsubstituted or substituted with cyclopropyl or halo;

R³ is -C₁₋₆alkyl or -C₃₋₈cycloalkyl; and

X is -CH₂- or -O-;

and pharmaceutically acceptable salts thereof.

Claim 4 (Original) The compound of Claim 1 of the formula III:



III .

Claim 5 (Original) The compound of Claim 1 wherein:

R¹ is selected from:

- (1) CH₃-S(O)₂N(CH₃)-;
- (2) CH₃CH₂-S(O)₂N(CH₃)-;
- (3) (CH₃)₂CH-S(O)₂N(CH₃)-;
- (4) phenyl-S(O)₂N(CH₃)-; and
- (5) (CH₃)₂N-S(O)₂N(CH₃)-;

R² is -C₁₋₆alkyl, unsubstituted or substituted with cyclopropyl or halo;

R³ is -C₁₋₆alkyl or -C₃₋₈cycloalkyl; and

X is -CH₂- or -O-;

and pharmaceutically acceptable salts thereof.

Claim 6 (Original) The compound of Claim 1 wherein:

R¹ is R⁴-S(O)₂N(R⁵)-,

wherein R⁴ is independently selected from the group consisting of:

- (a) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro,
- (b) phenyl, and
- (c) benzyl,

and wherein R⁵ is independently selected from the group consisting of:

- (a) hydrogen,
- (b) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro,
- (c) phenyl, and

(d) benzyl.

Claim 7 (Original) The compound of Claim 6 wherein R¹ is selected from:

- (1) CH₃-S(O)₂N(CH₃)-;
- (2) CH₃CH₂-S(O)₂N(CH₃)-;
- (3) (CH₃)₂CH-S(O)₂N(CH₃)-; and
- (4) phenyl-S(O)₂N(CH₃)-;
- (5) (CH₃)₂N-S(O)₂N(CH₃)-.

Claim 8 (Original) The compound of Claim 7 wherein R¹ is CH₃-S(O)₂N(CH₃)-.

Claim 9 (Original) The compound of Claim 1 wherein R² is -C₁₋₆alkyl, unsubstituted or substituted with cyclopropyl or halo.

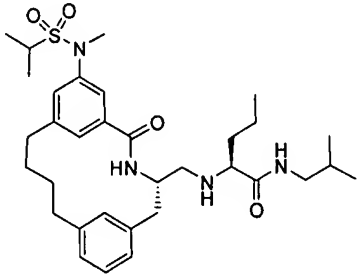
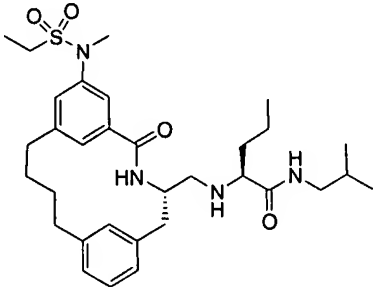
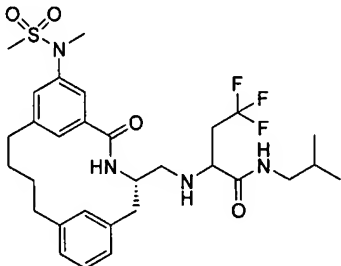
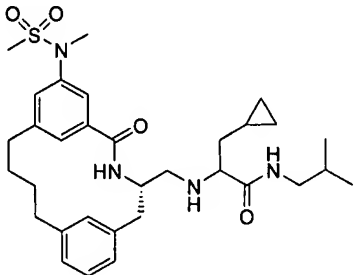
Claim 10 (Original) The compound of Claim 9 wherein R² is selected from:

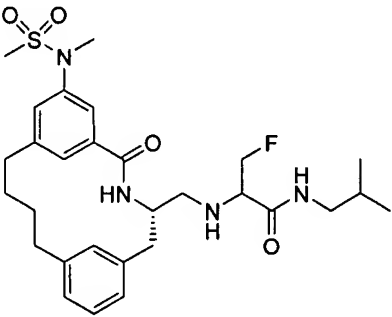
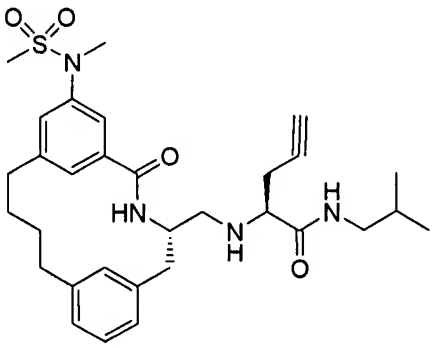
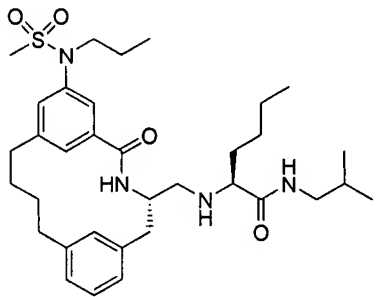
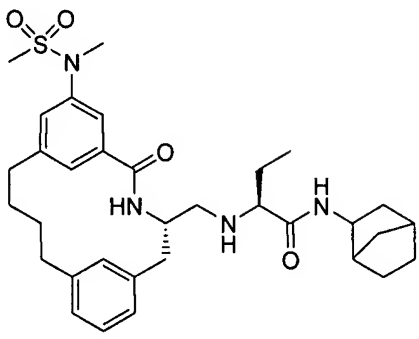
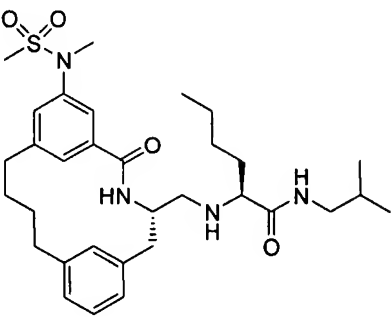
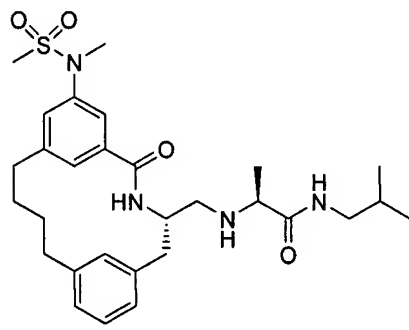
- (1) CH₃-;
- (2) CH₃CH₂-;
- (3) (CH₃)₂CH-;
- (4) CH₃CH₂CH₂-;
- (5) (CH₃)₂CHCH₂-;
- (6) CH₃CH₂CH₂CH₂-;
- (7) CH₃CH₂CH₂CH₂CH₂-;
- (8) cyclopropyl-CH₂-;
- (9) CF₃CH₂-; and
- (10) CH₂FCH₂-.

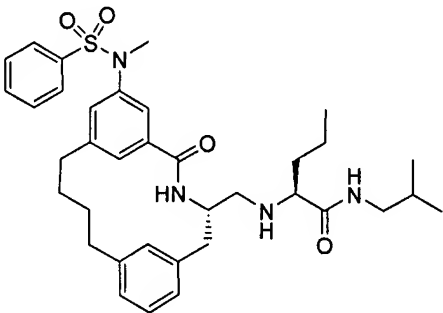
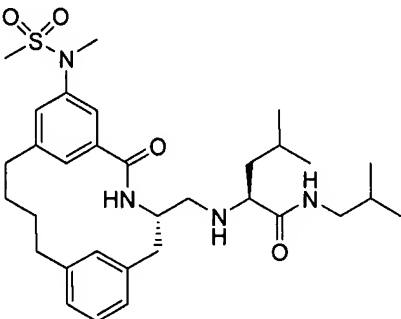
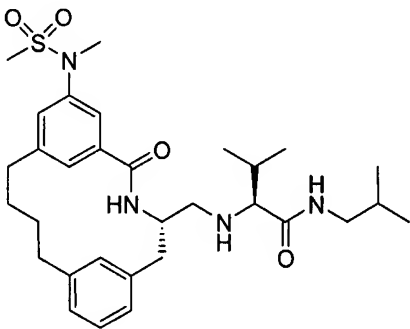
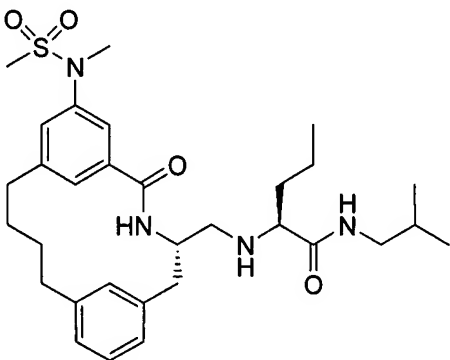
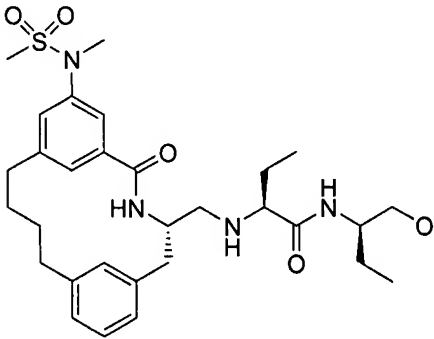
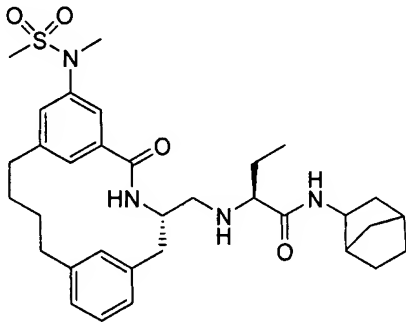
Claim 11 (Original) The compound of Claim 1 wherein R³ is -C₁₋₆alkyl or -C₃₋₈cycloalkyl.

Claim 12 (Original) The compound of Claim 11 wherein R³ is selected from:

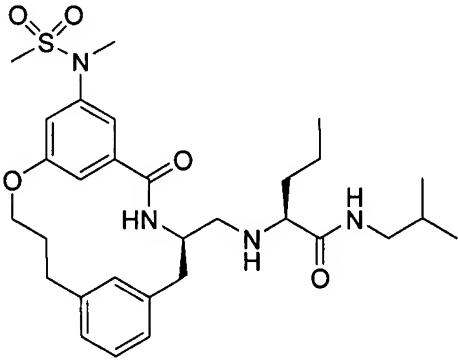
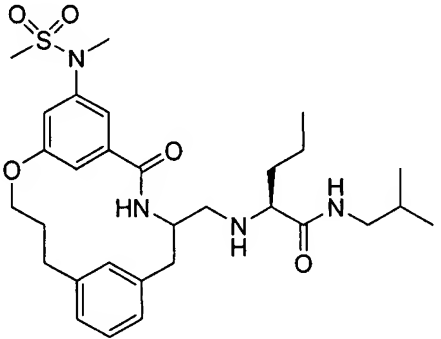
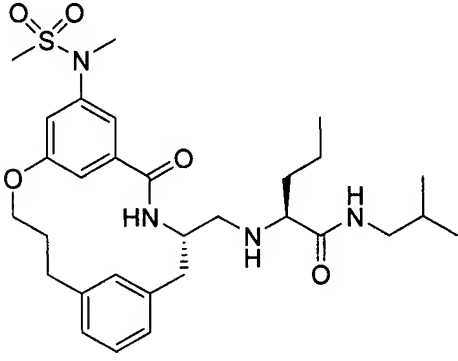
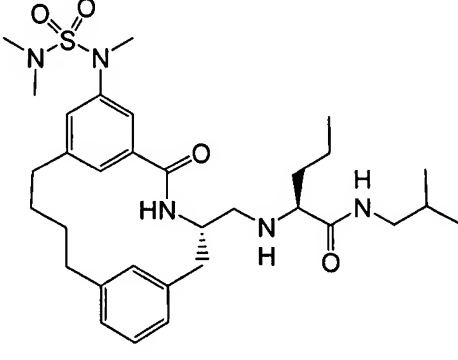
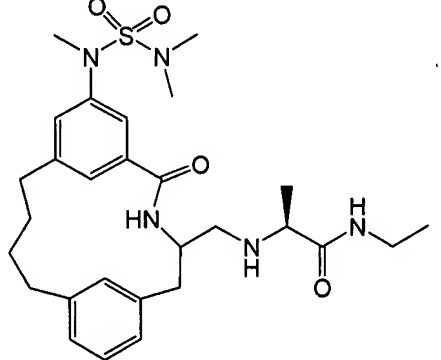
- (1) CH₃-;
- (2) CH₃CH₂-;
- (3) (CH₃)₂CH-;
- (4) CH₃CH₂CH₂-;

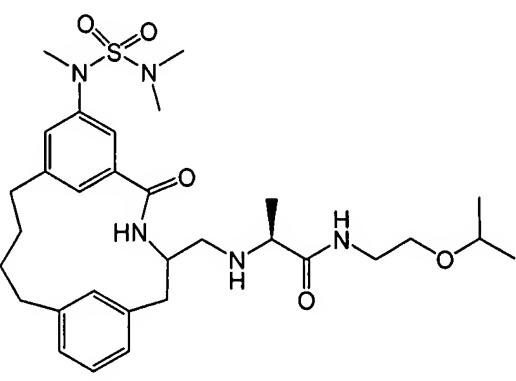
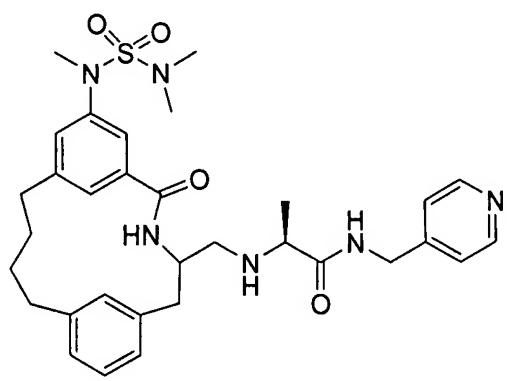
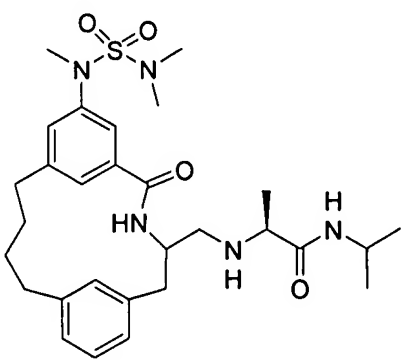
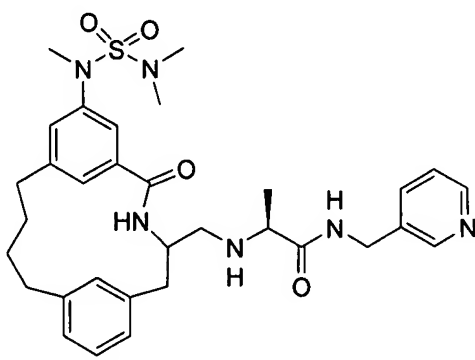
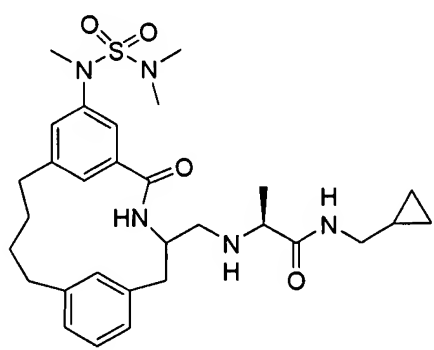
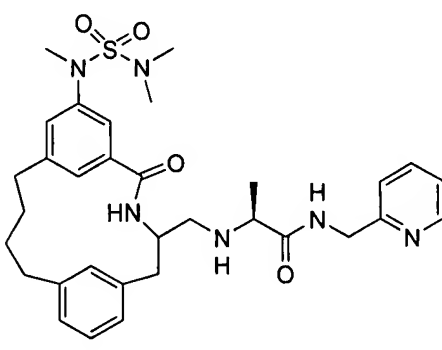
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Ex	Structure	Ex	Structure
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Ex	Structure	Ex	Structure
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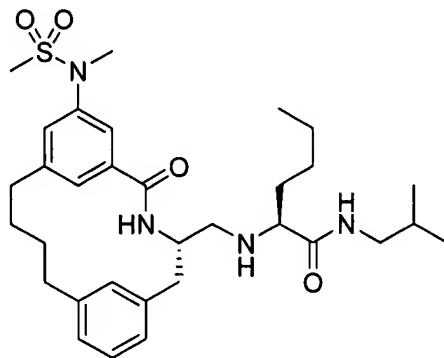
and pharmaceutically acceptable salts thereof.

Claim 15 (Original) A pharmaceutical composition comprising an effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.

Claim 16 (Canceled)

Claim 17 (Canceled)

Claim 18 (New) A compound of Claim 1 which is



or a pharmaceutically acceptable salt thereof.